

B1 (Official Form 1)(4/10)

<b>United States Bankruptcy Court</b> <b>Northern District of Georgia</b>				<b>Voluntary Petition</b>	
<b>Name of Debtor (if individual, enter Last, First, Middle):</b> <b>Cagle's Farms, Inc.</b>			<b>Name of Joint Debtor (Spouse) (Last, First, Middle):</b>		
<b>All Other Names used by the Debtor in the last 8 years</b> (include married, maiden, and trade names):			<b>All Other Names used by the Joint Debtor in the last 8 years</b> (include married, maiden, and trade names):		
<b>Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN</b> (if more than one, state all) <b>58-0699172</b>			<b>Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN</b> (if more than one, state all)		
<b>Street Address of Debtor (No. and Street, City, and State):</b> <b>1385 Collier Road, N.W.</b> <b>Atlanta, GA</b>			<b>Street Address of Joint Debtor (No. and Street, City, and State):</b>		
<div style="text-align: right;">ZIP Code</div> <b>30318</b>			<div style="text-align: right;">ZIP Code</div>		
<b>County of Residence or of the Principal Place of Business:</b> <b>Fulton</b>			<b>County of Residence or of the Principal Place of Business:</b>		
<b>Mailing Address of Debtor (if different from street address):</b>			<b>Mailing Address of Joint Debtor (if different from street address):</b>		
<div style="text-align: right;">ZIP Code</div>			<div style="text-align: right;">ZIP Code</div>		
<b>Location of Principal Assets of Business Debtor</b> (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check one box)		<b>Nature of Business</b> (Check one box)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)	
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.				<b>THIS SPACE IS FOR COURT USE ONLY</b>	
<b>Estimated Number of Creditors</b>					
<input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
<b>Estimated Assets</b>					
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b>					
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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Page 2

# **Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):  
**Cagle's Farms, Inc.**

## **All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

## **Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>Cagle's, Inc.</b>	Case Number:	Date Filed:
District: <b>Northern District of Georgia</b>	Relationship: <b>Parent</b>	Judge:

### **Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

### **Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)  
I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X** \_\_\_\_\_  
Signature of Attorney for Debtor(s) (Date)

### **Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.  
☒ No.

### **Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

### **Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

### **Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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## Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):  
**Cagle's Farms, Inc.**

### Signatures

#### Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

#### Signature of Attorney\*

X /s/ Paul K. Ferdinands  
Signature of Attorney for Debtor(s)

Paul K. Ferdinands 258623  
Printed Name of Attorney for Debtor(s)

King & Spalding LLP  
Firm Name

1180 Peachtree Street, N.E.  
Atlanta, GA 30309

\_\_\_\_\_  
Address

Email: pferdinands@kslaw.com  
(404) 572-4600 Fax: (404) 572-5100

\_\_\_\_\_  
Telephone Number

October 19, 2011  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

#### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Mark M. Ham IV  
Signature of Authorized Individual

Mark M. Ham IV  
Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer  
Title of Authorized Individual

October 19, 2011  
Date

#### Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

#### Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**CAGLE'S FARMS, INC.**

**CERTIFICATE OF RESOLUTION**

I, Harry C. Woodring, Secretary and Treasurer of Cagle's Farms, Inc., a Georgia corporation (the "Company"), hereby certify that the following resolutions were duly adopted in accordance with the Company's bylaws and Section 14-2-821 of the Georgia Business Corporation Code and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

**RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company that Keith F. Cooper with the firm of FTI Consulting, Inc. be, and hereby is, elected to the office of Chief Restructuring Officer;

**RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company that Sean M. Harding with the firm of FTI Consulting, Inc. be, and hereby is, elected to the office of Vice President - Restructuring;

**RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Code");

**RESOLVED**, that J. Douglas Cagle and Mark M. Ham IV (each an "Authorized Officer" and together, the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Georgia at such time as said officer executing the same shall determine and in such form or forms as either such Authorized Officer may approve in such Authorized Officer's sole discretion;

**RESOLVED**, that the law firm of King & Spalding, LLP with an office currently located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309 be, and hereby is, employed as counsel for the Company in connection with the prosecution of the Company's case under chapter 11 of the Code;

**RESOLVED**, that the firm of FTI Consulting, Inc. with an office currently located at 1201 W. Peachtree Street, N.W., Suite 500, Atlanta, GA 30309 be, and it hereby is, employed as financial and restructuring advisers to the Company in connection with the prosecution of the Company's case under chapter 11 of the Code;

**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is, authorized to prepare (or cause to be prepared), execute and file (or cause to be filed) any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, to take any and all such other and further actions which the Authorized Officers or the Company's legal counsel may deem necessary, desirable or appropriate in connection with filing the voluntary petition for relief under chapter 11 of the Code, including, but not limited to, motions to obtain the use of cash collateral and to incur debtor in possession financing, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case;

**RESOLVED**, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to cause the Company, and the Company is hereby authorized, to incur post-petition secured and super-priority indebtedness in an amount determined to be necessary or advisable by either such Authorized Officers, and each such Authorized Officer or designate is hereby authorized to negotiate, execute and deliver definitive loan documentation evidencing such indebtedness (the "Post-Petition Credit Agreement"), and the Company is authorized to perform all of its obligations and agreements thereunder (including the repayment of any amount owing thereunder) and to consummate the transactions contemplated thereby, and each such Authorized Officer or designate is hereby authorized to negotiate, make, sign, execute, acknowledge, deliver and perform any and all such other instruments and agreements which they deem necessary, proper or desirable in connection therewith, including (without limitation) a guarantee and security agreement and pledge agreement, pursuant to which all of the assets of the Company will be pledged to the lenders as collateral under the Post-Petition Credit Agreement, in each case, in such forms and with such changes, modifications or additions thereto as the executing Authorized Officer or designate shall approve in his sole discretion (such approval to be conclusively evidenced by the execution of the Post-Petition Credit Agreement and such other instruments and agreements);

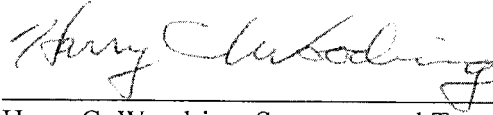
**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain on behalf of the Company financial advisors, accountants, public relations advisors and other professionals, to advise the Company in connection with its case under chapter 11 of the Code;

**RESOLVED**, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements, including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments, as may reasonably be required to give effect to the foregoing Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

**RESOLVED**, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the actions approved in any or all of the foregoing Resolutions, and all actions related thereto, and each Authorized Officer, or their designate, be, and each of them hereby is, authorized, empowered and directed to make said payments as such Authorized Officer or designate may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer's determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

**RESOLVED**, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken previously by the officers of the Company on its behalf, such actions are hereby ratified, approved and confirmed in their entirety.

IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of October 2011.

A handwritten signature in cursive script, appearing to read "Harry C. Woodring", written over a horizontal line.

Harry C. Woodring, Secretary and Treasurer



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

In re: ) Chapter 11  
CAGLE'S FARMS, INC., )  
Debtor. ) Case No. 11-\_\_\_\_\_  
\_\_\_\_\_ )


LIST OF EQUITY SECURITY HOLDERS

Following is a list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

HOLDER	ADDRESS	SHARES
Cagle's, Inc.	1385 Collier Road, NW Atlanta, GA 30318	100%

I, the Executive Vice President and Chief Financial Officer of the corporation named as the Debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Executed on October 19, 2011, at Atlanta, Georgia.

  
\_\_\_\_\_  
Mark M. Ham IV  
Executive Vice President and  
Chief Financial Officer